



August 10, 2001

Via Federal Express

Brian Nishitani, Esquire
Assistant Regional Counsel
United States Environmental Protection Agency, Region III
1650 Arch Street
Philadelphia, Pennsylvania 19103-2029

Re: AHERF, et al., Bankruptcy No. 98-25773-MBM (WDPA)
CERCLA §104(e) Request re Lower Darby Creek Superfund Site
Clearview Landfill, Folcroft Landfill and Folcroft Landfill Annex
Our File No. 016229-024850

Dear Mr. Nishitani:

We write in response to Mr. Larry S. Miller's July 17, 2001 request under CERCLA §104(e) for information about Clearview Landfill, Folcroft Landfill and Folcroft Landfill Annex, portions of the Lower Darby Creek Superfund Site. Mr. Miller's request was addressed to Graduate Hospital LLC.

Tucker Arensberg, P.C., is counsel to Tenet HealthSystem Graduate, LLC ("Tenet-Graduate") in connection with the AHERF bankruptcy proceeding referenced above. Tenet-Graduate acquired the assets that now comprise the Graduate Hospital on November 10, 1998, pursuant to a bankruptcy sale free and clear of liens, claims and encumbrances.

Tenet-Graduate acquired those assets pursuant to a Sale Order entered by the Bankruptcy Court for the Western District of Pennsylvania on October 1, 1998, whereby the Bankruptcy Court, *inter alia*, approved the sale to Tenet HealthSystem Philadelphia, Inc. and its affiliates, including Tenet-Graduate (collectively herein, "Tenet"), pursuant to 11 U.S.C. §363, free and clear of liens, claims, encumbrances and interests, and approved in its entirety that certain Asset Purchase Agreement by and among Diversified Health Group and Debtors Allegheny Health Education and Research Foundation (AHERF), Allegheny University Hospitals, Centennial, Allegheny University Medical Practices, and Allegheny University of the Health Sciences as Sellers, and Tenet, as Buyer. Enclosed for your review are copies of the Sale Order and Asset Purchase Agreement.

As you can see, the Sale Order provides that the assets were sold to Tenet "free and clear" of all "liens, claims, interests and encumbrances," "obligations," and "contractual commitments," whether "matured or unmatured, liquidated or unliquidated, whether known or unknown." (Sale Order, ¶¶3, 5.) The Sale Order also provides that "[w]ith the exception of any liabilities specifically assumed under the Asset Purchase Agreement, all persons and entities holding Liens or Claims of any kind and nature against any of the Debtors or with respect to the Assets are hereby barred and enjoined from asserting such Liens and Claims against the Assets or Tenet, its successors, designees (including Restructured University) or assigns, or their respective affiliates, shareholders, members, officers,



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directors or trustees." (Sale Order, ¶8.) The only liabilities assumed by Tenet were Assumed Contracts, consisting of certain executory contracts and unexpired leases.

Mr. Miller's §104(e) Request pertains to disposals between 1958 and 1976. Because any such disposals occurred long before the November 10, 1998, Closing Date, liability for the disposals is an excluded liability under the terms of the court-approved Sale Order and so may not be asserted against Tenet. Nevertheless, Tenet would be happy to supply any information responsive to the §104(e) Request that may be available at this late date. Given the age of the information requested, it will be time-consuming to locate and produce whatever information remains.

Accordingly, we respectfully request an extension of time until September 10, 2001, to obtain and furnish the requested information. Thank you.

Very truly yours,

Bradley S. Tupi

/bst

Enclosures: Sale Order and Asset Purchase Agreement

cc: Beverly Weiss Manne, Esquire
Ms. Carlyn Winter Prisk
Eleanor Lynn, Esquire
Karen Rothberg, Esquire
Jeff Thompson, Esquire
Mark Freedlander, Esquire
Michael Forman, Esquire
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